

Fill in this information to identify the case:

United States Bankruptcy Court for the:

____ District of Nevada
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy****12/15**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** FSG-S, LLC

2. **All other names debtor used in the last 8 years** Focus Property Group

Include any assumed names, trade names, and *doing business* as names

3. **Debtor's federal Employer Identification Number (EIN)** 26 - 1216959

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>3455</u> <u>Cliff Shadows Parkway</u>	_____ Number Street
	<u>Suite 220</u>	_____ P.O. Box
	<u>Las Vegas</u> <u>NV</u> <u>89129</u>	_____ City State ZIP Code
	<u>Clark County</u>	Location of principal assets, if different from principal place of business
	<u>County</u>	_____ Number Street
		_____ City State ZIP Code

5. **Debtor's website (URL)** _____

6. **Type of debtor**

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor FSG-S, LLC Case number (if known) _____
 Name

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.naics.com/search/>.

2 3 7 2**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No

☐ Yes. District _____ When _____ Case number _____
 MM / DD / YYYY
 District _____ When _____ Case number _____
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No

☒ Yes. Debtor See attached list. Relationship _____
 District _____ When _____
 Case number, if known _____
 MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor FSG-S, LLC
Name

Case number (if known) _____

11. Why is the case filed in *this* district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? _____

Number Street

City

State

ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors*

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets*

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

*Represents consolidated financial information for all affiliated debtors listed in the attachment hereto. This does not constitute a statement of assets or liabilities of any individual Debtor.

Debtor FSG-S, LLC Case number (if known) _____
Name

16. Estimated liabilities*

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06 17 2016
MM / DD / YYYY

X/s/ John A. Ritter

Signature of authorized representative of debtor

John A. Ritter

Printed name

Title Manager**18. Signature of attorney****X**/s/ Samuel A. Schwartz

Signature of attorney for debtor

Date 06 17 2016
MM / DD / YYYY

Samuel A. Schwartz

Printed name

Schwartz Flansburg PLLC

Firm name

6623 Las Vegas Boulevard South, Suite 300

Number Street

Las Vegas

City

NV 89119
State ZIP Code

702-385-5544

Contact phone

sam@nvfirm.com
Email address

10985

Bar number

Nevada
State

RESOLUTION OF SOLE MEMBER OF FSG-S, LLC

WHEREAS, the undersigned Focus South Group, LLC is the sole member (the "Member") of FSG-S, LLC, a Delaware limited liability company (the "Company"), as required pursuant to the Amended and Restated Limited Liability Company Agreement of FSG-S, LLC, with authority to enter this "Resolution;" and

WHEREAS, the Member, in consultation with the Company's advisors, has determined that it is in the best interests of the Company, its creditors, and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and

WHEREAS, pursuant to Article 8 of the Amended and Restated Limited Liability Company Agreement of FSG-S, LLC, the Member has the authority to authorize the Company to file for relief under the Bankruptcy Code pursuant to applicable law;

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Member, it is desirable and in the best interests of the Company, creditors of the Company, and other interested parties, for the Company to file a petition (the "Petition") seeking relief under the provisions of chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the Petition is adopted in all respects, and that the officers of the Company (the "Authorized Persons") be, and they hereby are, authorized and directed, on behalf of the Company, to execute the Petition or authorize the execution of a filing of the Petition by the Company and to cause the same to be filed (the "Chapter 11 Proceedings") with the United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court") at such time as the Authorized Persons consider appropriate; and it is

FURTHER RESOLVED, that the Authorized Persons be, and they hereby are authorized to execute and file all petitions, schedules, lists and other papers and to take any and all actions which they may deem necessary or proper in connection with the Chapter 11 Proceedings, and to retain and employ all assistance by legal counsel or otherwise, which they may deem necessary or proper with a view to the successful prosecution of the Chapter 11 Proceedings; and it is

FURTHER RESOLVED, that the Authorized Persons be, and they hereby are, authorized to retain on behalf of the Company the law firm of White & Case LLP, upon such terms and conditions as the Authorized Persons shall approve, to render legal services to and represent the Company in connection with the Chapter 11 Proceedings; and it is

FURTHER RESOLVED, that the Authorized Persons be, and they hereby are, authorized to retain on behalf of the Company the law firm of Schwartz Flansburg PLLC, upon such terms and conditions as the Authorized Persons shall approve, to render legal services to, and to represent, the Company in connection with the Chapter 11 Proceedings; and it is

FURTHER RESOLVED, that the Authorized Persons be, and they hereby are, authorized to retain on behalf of the Company other attorneys, investment bankers, accountants, restructuring professionals, financial advisors and other professionals to assist in the Chapter 11 Proceedings, upon such terms and conditions as the Authorized Persons shall approve, to assist the Company in connection with the Chapter 11 Proceedings on such terms as are deemed necessary, proper and desirable; and it is

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Person to file the Petition or in any other connection with the Chapter 11 Proceedings, or any manner related thereto, or by virtue of these resolutions be, and hereby are, in all respects ratified, confirmed and approved; and it is

FURTHER RESOLVED, that the Authorized Persons be, and each of them, with full authority to act without the others, hereby is, authorized and directed, in the name and on behalf of the Company to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates, and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate, or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand this 16th day of June, 2016.

Focus South Group, LLC

By: Focus Investment Manager, LLC, its
Manager

By: _____

John A. Ritter
Its: Manager

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA
LAS VEGAS DIVISION**

In re

FSG-S, LLC,

Debtor.¹

Case No. _____

CHAPTER 11

Joint Administration Requested

CORPORATE OWNERSHIP STATEMENT

1. In accordance with Rule 7007.1 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), made applicable by Bankruptcy Rule 1007(a)(1), FSG-S, LLC (the “Debtor”) hereby states:

STATEMENT

2. The following entities directly or indirectly own 10% or more of a class of equity in the Debtor:

- Focus South Group, LLC
- Focus Investment Group, LLC
- JR Consolidated Holdings, LLC

[Declaration Attached]

¹ Affiliates of the Debtor also subject of chapter 11 cases, along with the last four digits of each debtor’s tax identification number, are as follows: Agave Properties, LLC (4963); Cliffrose Investments, LLC (4778); JV Properties LLC (1244); N.G.A. #2, LLC (7584); PV Land Investments, LLC (7343); Saguaro Equities, LLC (7353); Succotash, LLC (1281); Southwest Desert Equities LLC (1776); Victor Investments, LP (1126); Northwest Investments, LLC (7364); FSG-S, LLC (6959); Focus South Group, LLC (2591); and John A. Ritter (1352).

Fill in this information to identify the case and this filing:

Debtor Name FSG-S, LLC

United States Bankruptcy Court for the: _____ District of Nevada
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/17/2016
MM / DD / YYYY

X /s/ John A. Ritter
Signature of individual signing on behalf of debtor

John A. Ritter
Printed name

Manager
Position or relationship to debtor

Information to identify the cases:

Chapter 11 cases for the below-listed debtors (the “**Debtors**”) were filed in the **United States Bankruptcy Court for the District of Nevada** on **June 17, 2016**. The Debtors have requested joint administration of their cases for procedural purposes under lead Case **No. 16-BK-10933-btb**.

The below schedule of Creditors Who Have the 20 Largest Claims and Are Not Insiders is a consolidated schedule for all of the Debtors.

Name of Debtor	Federal Tax Identification Number	Bankruptcy Case Number
Agave Properties, LLC	52-2374963	16-BK-_____-btb
Cliff Rose Investments, LLC	20-3384778	16-BK-_____-btb
Focus South Group, LLC	20-1042591	16-BK-_____-btb
FSG-S, LLC	26-1216959	16-BK-_____-btb
JV Properties, LLC	88-0391244	16-BK-_____-btb
N.G.A. #2, LLC	88-0317584	16-BK-_____-btb
Northwest Investments, LLC	20-3747364	16-BK-_____-btb
PV Land Investments, LLC	20-2937343	16-BK-_____-btb
Saguaro Equities, LLC	20-2937353	16-BK-_____-btb
Southwest Desert Equities, LLC	88-0371776	16-BK-_____-btb
Succotash, LLC	88-0481281	16-BK-_____-btb
Victor Investments, LP	20-3581126	16-BK-_____-btb

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Branch Banking and Trust Company c/o Sylvester & Polednak, LTD Jeffrey Sylvester, Esq. 1731 Village Center Circle Las Vegas, NV 89134	Branch Banking and Trust Company c/o Sylvester & Polednak, LTD Jeffrey Sylvester, Esq Phone: 1-702-952-5200 jeff@sylvesterpolednak.com	Loan				\$21,800,784.32
2	Kyle Agent, LLC c/o Christopher Wilson Stonehill Capital Management, LLC 885 Third Avenue, 30 th Floor New York, NY 10022 c/o Rosner Nocera & Ragone, LLP Peter Ragone, Esq. 61 Broadway, Suite 1900 New York, NY 10006	Kyle Agent, LLC c/o Christopher Wilson Stonehill Capital Management, LLC Phone 1-212-739-7476 c/o Rosner Nocera & Ragone, LLP Peter Ragone, Esq. Phone: 1-212-635-2244	Loan				\$18,500,000.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
3	Boyd Family Partnership c/o Brooks Hubley, LLP Michael Brooks, Esq. 1645 Village Center Circle Las Vegas, NV 89134	Boyd Family Partnership c/o Brooks Hubley, LLP Michael Brooks, Esq. Phone: 1-702-851-1191 mbrooks@brookshubley.com	Judgment				\$3,946,799.28
4	Pacific Western Bank c/o Snell & Wilmer LLP Bob Olson, Esq. 3883 Howard Hughes Parkway, Suite 1100 Las Vegas, NV 89169	Pacific Western Bank c/o Snell & Wilmer LLP Bob Olson, Esq. (702) 784-5295 bolson@swlaw.com	Judgment				\$3,511,322.00
5	FDIC as Receiver for SW USA Bank, N.A. c/o Sylvester & Polednak, LTD Jeffrey Sylvester, Esq. 1731 Village Center Circle Las Vegas, NV 89134	FDIC as Receiver for SW USA Bank, N.A. c/o Sylvester & Polednak, LTD Jeffrey Sylvester, Esq. Phone: 1-702-952-5200 jeff@sylvesterpolednak.com	Judgment				\$3,429,392.35
6	SV Litigation SPE, LLC c/o Mazur & Brooks, A Professional Corporation Michael Mazur, Esq 3203 E. Warms Springs, Suite 500 Las Vegas, NV 89120	SV Litigation SPE, LLC c/o Mazur & Brooks, A Professional Corporation Michael Mazur, Esq Phone: 1-702-564-3128 mmazur@mazurbrooks.com	Judgment				\$3,170,197.00
7	Slusher Family Trust c/o Marquis Aurbach Coffing Phillip Aurbach, Esq. 10001 Park Run Drive Las Vegas, NV 89145 c/o Techlaw LLP Dana Robinson, Esq. P.O. Box 1416 La Jolla, California 92038	Slusher Family Trust c/o Marquis Aurbach Coffing Phillip Aurbach, Esq. Phone: (702) 942-2155 paurbach@maclaw.com c/o Techlaw LLP Dana Robinson, Esq.	Judgment				\$2,918,025.00
8	Golden Sage, LLC (Roland Sturn) c/o Marquis Aurbach Coffing Phillip Aurbach, Esq. 10001 Park Run Drive Las Vegas, NV 89145 c/o Techlaw LLP Dana Robinson, Esq. P.O. Box 1416 La Jolla, California 92038	Golden Sage, LLC c/o Marquis Aurbach Coffing Phillip Aurbach, Esq. Phone: (702) 942-2155 paurbach@maclaw.com c/o Techlaw LLP Dana Robinson, Esq.	Judgment				\$2,918,025.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Insurance Company of the West 15025 Innovation Dr. San Diego, CA 92150 Attn: Sue Karlan copy to: Sedgwick LLP 801 S. Figueroa St., 19th Floor Los Angeles, CA 90017 Attn: Marilyn Klinger	Marilyn Klinger Marilyn.klinger@sedgwickllp.com Phone: 1-213-615-8038	Indemnity Bond	Contingent, unliquidated and disputed			\$2,500,000.00
10	Joseph Procida 3575 S. Decatur Blvd Las Vegas, NV 89109	Joseph Procida (702) 253-1977	Potential Prepack Creditor	Unliquidated and disputed			\$1,350,000.00
11	Vincent and Rita Cervoni c/o Marquis Aurbach Coffing Phillip Aurbach, Esq. 10001 Park Run Drive Las Vegas, NV 89145 c/o Techlaw LLP Dana Robinson, Esq. P.O. Box 1416 La Jolla, California 92038	Vincent and Rita Cervoni c/o Marquis Aurbach Coffing Phillip Aurbach, Esq. Phone: (702) 942-2155 paurbach@maclaw.com c/o Techlaw LLP Dana Robinson, Esq.	Judgment				\$1,167,210.36
12	Frank Conlin c/o Marquis Aurbach Coffing Phillip Aurbach, Esq. 10001 Park Run Drive Las Vegas, NV 89145 c/o Techlaw LLP Dana Robinson, Esq. P.O. Box 1416 La Jolla, California 92038	Frank Conlin c/o Marquis Aurbach Coffing Phillip Aurbach, Esq. Phone: (702) 942-2155 paurbach@maclaw.com c/o Techlaw LLP Dana Robinson, Esq.	Judgment				\$1,167,210.36

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
13	Norman Jenkins Family Trust c/o Marquis Aurbach Coffing Phillip Aurbach, Esq. 10001 Park Run Drive Las Vegas, NV 89145 c/o Techlaw LLP Dana Robinson, Esq. P.O. Box 1416 La Jolla, California 92038	Norman Jenkins Family Trust c/o Marquis Aurbach Coffing Phillip Aurbach, Esq. Phone: (702) 942-2155 paurbach@maclaw.com c/o Techlaw LLP Dana Robinson, Esq.	Judgment				\$1,167,210.36
14	CAL NEV 2, LLC (Keltner) c/o Flangas McMillan Law Group 3275 South Jones Blvd, Suite 105 Las Vegas, NV 89146	CAL NEV 2, LLC (Keltner) 702-595-8474 kenkeltnerlv@gmail.com	Settlement Agreement				\$1,000,000.00
15	MDDM, LLC 1341 Park Row La Jolla, CA 92037	MDDM, LLC Michael Arnau 702-271-5895 Michaelarnau@yahoo.com	Potential Prepack Creditor	Unliquidated and disputed			\$1,000,000.00
16	KMBD, LLC 1341 Park Row La Jolla, CA 92037	KMBD, LLC Michael Arnau 702-271-5895 Michaelarnau@yahoo.com	Potential Prepack Creditor	Unliquidated and disputed			\$1,000,000
17	Kenneth J. Family Trust - Susan Sullivan c/o Clayton Mortgage 3041 W. Horizon Ridge Parkway, Suite 155 Henderson, NV 89052	Kenneth J. Family Trust Susan Sullivan c/o Clayton Mortgage 702-739-9100 laura@claytonmortgageandinvestme nt.com	Potential Prepack Creditor	Unliquidated and disputed			\$1,000,000
18	SMR 7, LLC Woods Erickson Whitaker & Maurice, LLP Aaron Maurice, Esq. 1349 W. Galleria Drive #200 Henderson, NV 890147	SMR 7, LLC c/o Woods Erickson Whitaker & Maurice LLP 702-433-9696 amaurice@woodserickson.com	Judgment				\$986,494.68
19	J & D Financial Services C/o Smith & Shapiro, PLLC 2520 St. Rose Parkway, Suite #220 Henderson, NV 89074	J & D Financial Services C/o Smith & Shapiro, PLLC 702-318-5033	Loan				\$820,900.92

Debtors Consolidated List—see table of Debtors on Page 1

Case number 16-BK-

-btb

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
20	Heritage Holding Limited Partnership 7260 W. Azure Drive, Suite 140 Las Vegas, NV 89130	Heritage Holding Limited Partnership Roland Sturm 702-683-4000 Rollie.sturm@gmail.com	Potential Prepack Creditor	Unliquidated and disputed			\$500,000

Fill in this information to identify the case and this filing:

Debtor Name FSG-S, LLC

United States Bankruptcy Court for the: _____ District of Nevada
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/17/2016
MM / DD / YYYY

X /s/ John A. Ritter
Signature of individual signing on behalf of debtor

John A. Ritter
Printed name

Manager
Position or relationship to debtor

Bankruptcy Cases Concurrently Filed by Any Affiliate of the Debtor

The Debtor and each of the affiliated entities/persons listed in the table below (together, the “Debtors”) have filed petitions for relief under chapter 11 of title 11 of the United States Code:

Debtor	Tax ID Number
Agave Properties, LLC	52-2374963
Cliffrose Investments, LLC	20-3384778
Focus South Group, LLC	20-1042591
FSG-S, LLC	26-1216959
JV Properties LLC	88-0391244
N.G.A.#2, LLC	88-0317584
Northwest Investments, LLC	20-3747364
PV Land Investments, LLC	20-2937343
Saguaro Equities, LLC	20-2937353
Southwest Desert Equities LLC	88-0371776
Succotash, LLC	88-0481281
Victor Investments, LP	20-3581126
John A. Ritter	